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## Notice Concerning Basic Agreement on Acquisition of Shares in Medmain to Make It a Consolidated Subsidiary

As TECHMATRIX CORPORATION (the “Company”) announced in the release “PSP Concludes Capital and Business Alliance with Medmain to Accelerate Promotion of Digital Pathology” dated July 26, 2022, PSP Corporation (Head Office: Minato-ku, Tokyo; President: Yoshihisa Yoda; hereinafter “PSP”), a consolidated subsidiary (percentage of voting rights held: 50.02%) of the Company, has promoted its digital pathology business by concluding a capital and business alliance with Medmain Inc. (Head Office: Fukuoka-shi, Fukuoka; CEO: Osamu Iizuka; hereinafter “Medmain”).

The Company hereby notifies that the Company and PSP have today entered into a basic agreement with Medmain, under which the Company and PSP will newly acquire shares in Medmain and hold the shares altogether representing the majority of voting rights in Medmain to make it the Company’s consolidated subsidiary. The details are described below.

### 1. Background and purpose of basic agreement

Since the capital and basic agreement reached on July 26, 2022, we have encouraged service development by merging Medmain’s pathological diagnosis technologies and systems, including AI development technology, with PSP’s cloud-based PACS, remote diagnostic imaging, and other technologies. As a result of discussions based on continuous technology development of the two companies, we have reached an agreement on a plan to evolve the development outcomes we have gained to the development and commercialization of a digital pathological diagnosis platform that highly integrates AI technology, through an even more unified organizational operation. With the significant change to the actual clinical use of pathological diagnosis support AI occurring soon, we aim to pursue business development at an even higher level as one, including securing a sustainable system for dealing with the medical device approval process and returning accumulated digital pathology data to medical research.

### 2. Overview of basic agreement

The Company, PSP, and Medmain have basically agreed that the Company and PSP will acquire all shares in Medmain except for the shares held by PSP and the shares held by Mr. Osamu Iizuka, CEO of Medmain (43,581 shares of common stock, representing 28.83% of the voting rights), for a total of about 2.3 billion yen. The number of shares to be acquired by the Company and PSP has not been finalized yet as the number of issued shares of Medmain will change depending on the status of exercising share options in the future. After the acquisition of shares, the percentages of shares held by the Company and PSP are expected to exceed 70% altogether. The number of shares and the percentage of voting rights held by each of the Company and PSP will be determined later.

### 3. Strategic Positioning of the Basic Agreement within Our Group

Our Group has established the following key strategies in its Mid-Term Management Plan (FY2024–FY2026): “Expanding Business Domains,” “Expanding business in the overseas market,” and “Creating businesses by utilizing data.” Within the Medical Systems Business, we are advancing initiatives based on the

key strategies of “Discover new markets created from the DX in the pathology area.” and “Expand the business of the AI-based medical image diagnosis support service.” Furthermore, our capital allocation policy for this mid-term management plan period positions investments in M&A and similar activities as a key priority. The conclusion of this basic agreement with Medmain was a management decision reached after thorough discussions, considering a long-term perspective and based on the key strategies and capital allocation policy of our Group's Mid-Term Management Plan. We will continue to communicate our policies and initiatives aimed at enhancing the corporate value of our Group to our stakeholders as appropriate.

#### 4. Overview of subsidiary that acquires shares (PSP)

(1) Trade name	PSP Corporation
(2) Head office address	Shinagawa Season Terrace 25F, 1-2-70, Konan, Minato-ku, Tokyo, Japan
(3) Representative	Yoshihisa Yoda, President
(4) Business	Development and implementation of medical imaging systems and systems for radiology workflow optimization Development and implementation of cloud services and AI platform for healthcare Development and implementation of PHR service
(5) Capital	1.1 billion yen

#### 5. Overview of subsidiary undergoing change (Medmain)

(1) Trade name	Medmain Inc.		
(2) Head office address	2-4-5 Akasaka, Chuo-ku, Fukuoka-shi, Fukuoka, Japan		
(3) Representative	Osamu Iizuka, CEO		
(4) Business	Planning, development, operation and sales of pathological diagnosis support AI software products and cloud service		
(5) Capital	100 million yen		
(6) Date of establishment	January 11, 2018		
(7) Total number of issued shares	151,183 shares		
(8) Fiscal year end	December		
(9) Number of employees	15		
(10) Major trading partners	Medical institutions, universities, medical equipment manufacturers		
(11) Main banks	MUFG Bank, Ltd., Fukuoka Bank		
(12) Major shareholders and shareholding ratios (As of January 31, 2026)	Osamu Iizuka	28.83%	
	PSP Corporation	15.00%	
	DEEPCORE TOKYO I Investment Limited Partnership Unlimited liability partner: DEEPCORE Inc.	8.81%	
	One Capital DX2 Investment Limited Partnership	7.54%	
	One Capital No. 2 Investment Limited Partnership	4.93%	
(13) Relationship between the relevant companies	Capital relationship	PSP holds 5,593 shares of common stock and 17,080 shares of Class A preferred stock of Medmain Inc., representing 15.00% of the voting rights.	
	Personnel relationship	PSP dispatches one director.	
	Business relationship	Not applicable	
	Related party relationship	Not applicable	
(14) Consolidated operating results and financial positions for the last three years			
Fiscal year ended	December 31, 2022	December 31, 2023	December 31, 2024

Net assets (Thousands of yen)	296,397	389,460	155,949
Total assets (Thousands of yen)	375,885	470,552	216,807
Net sales (Thousands of yen)	60,742	171,148	248,820
Operating profit or loss (Thousands of yen)	(390,341)	(324,929)	(277,162)
Ordinary profit or loss (Thousands of yen)	(376,411)	(220,942)	(242,070)
Net profit or loss (Thousands of yen)	(377,074)	(221,561)	(242,644)

6. Overview of counterparties to the acquisition of shares

All shareholders in Medmain, except for PSP and Mr. Osamu Iizuka, CEO of Medmain, are expected to become counterparties. There is no capital, personnel, or business relationship to be stated between each shareholder and the Company/PSP.

7. Number of shares held before change, number of shares to be acquired, and acquisition cost

(1) Number of shares held before the change	The Company: 0 shares (Number of voting rights: 0, percentage of voting rights held: 0.00%) PSP: 5,593 shares of common stock and 17,080 shares of Class A preferred stock (Number of voting rights: 22,673, percentage of voting rights held: 15.00%)
(2) Number of shares to be acquired	The number of shares to be acquired has not been finalized yet as the number of issued shares of Medmain will change depending on the status of exercising share options in the future. All issued shares of Medmain, except for the shares held by PSP and the shares held by Mr. Osamu Iizuka, CEO of Medmain (43,581 shares of common stock, representing 28.83% of voting rights), will be acquired.
(3) Acquisition cost	About 2.3 billion yen (Note)

(Note) It represents the (expected) total amount of acquisition costs of the Company and PSP. The number of shares to be acquired by each of the Company and PSP has not been determined, and accordingly, their respective acquisition costs will be determined later.

8. Schedule

Date of conclusion of the basic agreement	Tuesday, February 17, 2026
Expected date of conclusion of the share transfer agreement	Wednesday, April 1, 2026
Expected date of implementation of the share transfer (effective date)	By the end of April 2026

9. Future outlook

Should any impact of this event on the Company's consolidated results, etc. requiring disclosure become clear in the future, the Company will promptly make an announcement.